



Comcast IP Services
650 Centerton Road
Moorestown, NJ 08057
856.317.7272 Tel
856.317.7319 Fax

CONFIDENTIAL

May 15, 2006

VIA FACSIMILE

Andrew Graben, Esq.
FISH & RICHARDSON, PC
1717 Main Street, Suite 5000
Dallas, TX 75201
Fax: 214-747-2091

Re: *Excel Transportation Services, Inc. v. Total Transportation Services, et al.*
United States District Court of Northern District of Texas
Case #: 3:06-CV-0593-R
Comcast Case #: 1415806
Order Entered: April 4, 2006

Dear Mr. Graben:

The Subpoena dated April 26, 2006 and Court Order dated April 4, 2006 with respect to the above-referenced matter has been forwarded to me for a reply. The Subpoena requests Comcast to produce certain subscriber account records pertaining to the following: Accounts having Musacchio as an accountholder or associate with the address 5713 Templin Way, Plano, Texas 75093.

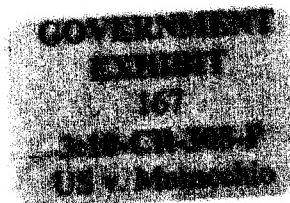
Based on the information provided pursuant to the Subpoena, the subscriber information obtained has been provided below:

Subscriber Name: MICHAEL MUSACCHIO
Address: 5713 Templin Way
Plano, TX 75093
(This address is the subscriber's service address)
Telephone #: 972-378-0099
Account Number: 8260130360802535
Type of Service: Residential High Speed Internet Service
Account Status: Disconnected, January 9, 2006
E-mail User Ids: None found
Method of Payment: Statement sent to above address
(No credit card numbers or bank account numbers on file)

If I can be of further assistance, or if you have any questions regarding this matter, please feel free to call me at 856.638.4022.

Very Truly Yours,

Kathleen Loughrin
Policy Abuse Legal Analyst



Payroll Employee Data Report

Worksite: Ets Memphis 965 Ridge Lake Blvd St100 **Memphis TN 38120.**

JOSEPH ROY BROWN
936 HARDWOOD VIEW CV.
COLLIERVILLE, TN 38017
Phone: 9013822168
SSN: 631-01-1156

Rate of Pay: \$4818.2900 **Salary (\$)** or **Hourly (H)**: \$
Hours Per Pay Period: 80.00 **Paid Weekly (W)** or **Biweekly (B)**: \$
Number of Exemptions: 0 **Union:** NA

HireDate: 8/18/1999

TermDate: 10/17/2005

BirthDate: 12/18/1974

VP

S B
Salary (\$) or Hourly (H):
Paid Weekly (W) or Biweekly (B):
Union: N/A

OUR COUNTRY'S
LARGEST
PUBLISHERS

Payroll Employee Data Report

Worksite: Various

MICHAEL J MUSACCHIO
 5713 TEMPLIN WAY
 PLANO, TX 75033
 Phone: 9723780999
 SSN: 334-44-2163

HireDate: 12/28/1992

TermDate: 9/18/2004

Status: T BirthDate: 8/1/1951

Title: CEO

Rate of Pay:	6153.8500	Salary (\$ or Hourly (H):	S
Hours Per Pay Period:	40.00	Paid Weekly (W) or Biweekly (B):	W
Number of Exemptions:	8	Union:	N/A

Payroll Employee Data Report

Worksite: Ets Memphis 965 Ridge Lake Blvd St100 Memphis TN 38120-

JOHN M. KELLY
 7552 WEST FARMINGTON BLVD. # 206
 GERMANTOWN, TN 38138
 Phone: 9012749883
 SSN: 368-96-3337

HireDate: 10/2/2000

TermDate: 11/4/2005

Status: T

BirthDate: 5/21/1970

Title: NTKENG

Rate of Pay:	3040.9300	Salary (\$) or Hourly (H):	\$
Hours Per Pay Period:	80.00	Paid Weekly (W) or Biweekly (B):	B
Number of Exemptions:	0	Union:	N/A

Payroll Employee Data Report

Worksite: Various

KIMBERLY L. SHIPP
 2212 DAYBREAK TRL.
 PLANO, TX 75093
 Phone: 469369733
 SSN: 453-49-0564

HireDate: 1/31/2000

TermDate: 11/18/2005

Status: T

BirthDate: 4/27/1964

Rate of Pay:	2186.6500	Salary (\$) or Hourly (H):	\$
Hours Per Pay Period:	80.00	Paid Weekly (W) or Biweekly (B):	B
Number of Exemptions:	5	Union:	N/A

Payroll Employee Data Report

Worksite: Ets Memphis 965 Ridge Lake Blvd St100 Memphis TN 38120.

JEFFREY J VIELHABER
6203 ALTHORP COVE
ARLINGTON, TN 38002
Phone: 901-829-2341
SSN: 280-72-0527

HireDate: 1/8/1990

Status: T

TermDate: 11/18/2005

Title: VPSTRIMP

Rate of Pay: 5842.1500
Hours Per Pay Period: 80.00
Number of Exemptions: 5
Salary (\$) or Hourly (H):
Paid Weekly (W) or Biweekly (B):
Union: N/A

S
B

Payroll Employee Data Report
Worksite: Various

STEVEN B. BOWERS
2720 WHITE WING LANE
MCKINNEY, TX 75070
Phone: 9725622216
SSN: 393-72-3635

HireDate: 8/28/1998

TermDate: 11/18/2005

Status: T BirthDate: 6/19/1958 Title: SRVP

	Salary (S) or Hourly (H):	Hours Per Pay Period:	Paid Weekly (W) or Biweekly (B):	Union: N/A
Rate of Pay:	8161.5400	80.00	S	B
Number of Exemptions:	5	5		

Payroll Employee Data Report
Worksite: Various

ROBERT M EBINGER
7505 N. W. GRANBY
KANSAS CITY, MO 64151
Phone: 494-58-9182
SSN:

HireDate: 6/26/1989

TermDate: 1/20/2006

Status: T

BirthDate: 7/27/1951

Title: DIR OPERATIONS SRVP

Rate of Pay: 8123.3800
Hours Per Pay Period: 80.00
Number of Exemptions: 2
Salary (\$), or Hourly (H): \$
Paid Weekly (W) or Biweekly (B): B
Union: N/A



Associate Understanding – Associate Copy

I, (print name) Steve Bower, have read and understand the Code of Conduct and agree to abide by the guidelines in the Code at all times. If at any time I violate any one of the Codes of Conduct, I understand I risk disciplinary action up to and including termination.

Steve Bower 10-6-05

Signature

Date

Print name

Bower

Please sign and date this page and keep it for your records.



Associate Understanding – Personnel File Copy

I, (*print name*) Steve Bowers, have read
and understand the Code of Conduct and agree to abide by the guidelines in
the Code at all times. If at any time I violate any one of the Codes of
Conduct, I understand I risk disciplinary action up to and including
termination.

Steve Bowers 11/15/2004

Signature

Date

Steve Bowers

Please detach this signature page along the perforated line,
sign, date, and return it to:

Exel
Legal Department No. 230
570 Polaris Parkway
Westerville, OH 43082



Associate Understanding – Associate Copy

I, (print name) Roy Brown, have read

and understand the Code of Conduct and agree to abide by the guidelines in the Code at all times. If at any time I violate any one of the Codes of Conduct, I understand I risk disciplinary action up to and including termination.

Signature

Date

Print name

Joseph Ray Brown

Please sign and date this page and keep it for your records.



Associate Understanding – Personnel File Copy

I, (print name) Roy Brown, have read

and understand the Code of Conduct and agree to abide by the guidelines in the Code at all times. If at any time I violate any one of the Codes of Conduct, I understand I risk disciplinary action up to and including termination.

Signature

Date

Print name

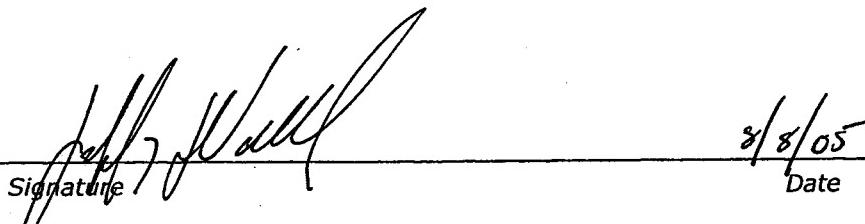
Please detach this signature page along the perforated line, sign, date, and return it to:

Exel
Legal Department No. 230
570 Polaris Parkway
Westerville, OH 43082



Associate Understanding – Personnel File Copy

I, (print name) Jeffrey J Vielhaber, have read and understand the Code of Conduct and agree to abide by the guidelines in the Code at all times. If at any time I violate any one of the Codes of Conduct, I understand I risk disciplinary action up to and including termination.



Jeffrey J. Vielhaber

Signature _____ Date 8/8/05
Print name _____

Please detach this signature page along the perforated line, sign, date, and return it to:

Exel
Legal Department No. 230
570 Polaris Parkway
Westerville, OH 43082



Associate Understanding – Personnel File Copy

I, (print name) Jeffrey J Vielhaber, have read and understand the Code of Conduct and agree to abide by the guidelines in the Code at all times. If at any time I violate any one of the Codes of Conduct, I understand I risk disciplinary action up to and including termination.

Jeffrey J Vielhaber
Signature 8/20/04
Date

Jeffrey J Vielhaber
Print name

Please detach this signature page along the perforated line, sign, date, and return it to:

Exel
Legal Department No. 230
570 Polaris Parkway
Westerville, OH 43082



Associate Understanding – Associate Copy

I, (print name) MIKE KELLY, have read and understand the Code of Conduct and agree to abide by the guidelines in the Code at all times. If at any time I violate any one of the Codes of Conduct, I understand I risk disciplinary action up to and including termination.

Mike Kelly
Signature 10/0/05
Date

MIKE KELLY
Print name

Please sign and date this page and keep it for your records.



Associate Understanding – Personnel File Copy

I, (print name) Robert M. Ebinger, have read and understand the Code of Conduct and agree to abide by the guidelines in the Code at all times. If at any time I violate any one of the Codes of Conduct, I understand I risk disciplinary action up to and including termination.

Robert M. Ebinger
Signature 10/31/2005
Date

Robert M. Ebinger
Print name

Please sign, date, and return this signature page as instructed.



Associate Understanding – Personnel File Copy

I, (print name) ROB EBINGER, have read

and understand the Code of Conduct and agree to abide by the guidelines in the Code at all times. If at any time I violate any one of the Codes of Conduct, I understand I risk disciplinary action up to and including termination.

Robert M. Ebinger

Signature

8/24/2004

Date

Robert M. Ebinger

Please detach this signature page along the perforated line, sign, date, and return it to:

Exel
Legal Department No. 230
570 Polaris Parkway
Westerville, OH 43082



July 2005

Dear Associate:

In 2003, Exel ratified a global Code of Ethics and published it on www.exel.com. The Code of Ethics defines Exel's obligations to its stakeholders: associates, customers, shareholders, and the communities in which Exel operates.

In writing a Code of Ethics, Exel joined the many companies clearly stating their ethical commitments in the wake of highly publicized corporate scandals that had grave consequences for the stakeholders of investigated companies and shook the public's trust in business. A copy of Exel's Code of Ethics follows this letter.

Code of Conduct Development and Provisions

In the US, we have taken the additional step of developing a Code of Conduct that builds on and strengthens our Code of Ethics. We reviewed best practices in business ethics to develop a Code of Conduct that will help you understand Exel's expectations for ethical conduct.

Our Code of Conduct is detailed so that it is practical and enforceable; yet a very simple concept – *integrity* – is at the heart of the Code. Conducting oneself with integrity means:

- Obeying both letter and spirit of all laws and regulatory standards;
- Behaving morally and ethically toward associates, customers, and in all other business relationships;
- Respecting the property of Exel, associates, and customers; and
- Adhering to Exel's business practices and policies.

The Code of Conduct clarifies how to act with integrity in business relationships, including those with Exel associates, customers, vendors, and consultants. It is not intended to and does not cover every circumstance that could arise; nonetheless, you are responsible and may be held accountable for your conduct in any situation related to your employment at Exel.

Enforcement

Violating the Code of Conduct has serious consequences, including termination of employment. The best way to avoid these consequences is to be knowledgeable of and behave in accordance with the Code. If you are uncertain whether a particular situation will result in violating the Code, it probably will; therefore, you should seek guidance from Human Resources and/or the Legal Department.

If you suspect other associates of violating the Code of Conduct, you are expected to report what you know. Exel and the law will support every associate who exercises this responsibility in good faith. The Code describes how to report violations.

Continued next page.

Your Responsibilities

It is your responsibility to carefully read and make sure you understand the Code of Conduct. In addition, you are required to sign, date, and return the signature page that is included at the end of the Code. The signed and dated page should be sent to the Legal Department, which will ensure it is filed in your personnel file.

Thereafter, the Code of Conduct (including any new or amended provisions) will be distributed to you electronically on an annual basis. Each year you will be required to sign, date, and return the included signature page.

We as managers share responsibility in modeling ethical behavior for associates. In turn, when every associate unfailingly acts according to the Code of Conduct, Exel's good name is upheld and our prospects of continued success are enhanced.

Thank you for your support.

Bruce Edwards
Chief Executive Americas

Exel plc

Code of Ethics

Exel's Core Principles

At the core of Exel are the principles of integrity, honesty and respect for people, and our reputation is founded on these. The trust and confidence of those with whom we deal, as well as the communities in which we operate, is a real asset, critical to the continued growth and success of Exel.

This Code of Ethics ('the Code') summarises the way these principles must be applied in all our dealings with our stakeholders. More detailed guidance is set out in separate statements on Employment, Health and Safety, the Environment, and Community Involvement.

The Code is intended to have practical value in all our day-to-day business dealings, and we must all behave in accordance with the spirit as well as the letter of this Code. As part of its implementation, it will be made available to all employees and will be included in appropriate induction and training programmes.

John Allan
Chief Executive
23 January 2003

Exel's Code of Ethics

1. Business Integrity

Exel insists on integrity, honesty and fairness in all aspects of our global business and we seek the same from those with whom we do business, directly and indirectly.

No employee may directly or indirectly offer, pay, solicit or accept a bribe, or other such payment which may be construed as such, in any form. Political donations are also prohibited.

Gifts and entertainment may only be offered to any third party if they are consistent with customary business practices, modest in value and not in contravention of any applicable law. No employee should seek or accept a personal gift or entertainment that might reasonably be believed to influence commercial activity or the decision-making process. No employee should act in a manner that may bring Exel into disrepute.

Employees must avoid private, financial or business activities (including those of immediate members of their families) that could conflict with their responsibilities to Exel.

All business transactions must be reflected accurately and fairly in Exel's accounts in accordance with established procedures, and be subject to audit. Exel's accounting records will reflect and describe the nature of the underlying transactions.

2. **Our Commitment to Our Stakeholders**

We at Exel recognise our corporate responsibility to five main groups of stakeholders. We are committed:

(a) **To Shareholders**

To build shareholder value through consistently increasing earnings. To conduct our operations in accordance with accepted principles of good corporate governance. To provide timely and accurate information to all shareholders on our activities and performance.

(b) **To Customers**

To win and retain customers who adhere to business principles consistent with our own, by developing and providing services that offer value in terms of price, quality, safety and environmental impact. To be responsive to customer comments and complaints.

(c) **To Employees**

To respect the human rights of all employees, whether directly employed or sub-contracted, in accordance with the UN Declaration of Human Rights. To provide and maintain safe conditions of work, with competitive terms and conditions of employment. Not to use any form of under-age or forced labour, and to act in accordance with the core International Labour Organisation conventions. The use of child labour is specifically prohibited.

To insist on a policy of diversity, by selecting, developing and retaining employees on the basis of ability and qualifications for the work to be performed, without any form of discrimination or prejudice under any circumstances. To insist that sexual harassment does not take place under any circumstances.

To encourage the involvement of employees in the planning and direction of their work.

(d) **To Suppliers and Business Partners**

To seek mutually beneficial relationships with contractors, suppliers and joint venture partners. To require that, so as far as is practicable, all of these adhere to business principles consistent with our own.

(e) **To the Community**

To conduct business as responsible corporate citizens, to observe the laws of the countries in which we operate, to give proper regard to the health, safety and the environment of local communities, and to be sensitive to and supportive of local cultural, social, educational and economic needs.

3. **Health, Safety and the Environment**

It is Exel's policy to establish and manage safe and healthy working conditions for all employees.

We seek effective and efficient ways to protect and enhance the environment in which we live and operate. To this end, we measure, appraise and report performance on the basis of continuous improvement and with the longer-term aim of enhancing the sustainability of our business and that of our customers, suppliers, partners and the wider community.

4. **Compliance, Monitoring and Reporting**

The Exel plc Board is responsible for communicating this Code to all employees and for ensuring its contents are understood and adhered to. Day-to-day responsibility in this regard is delegated to senior regional and operating management.

Compliance with this Code is monitored and reviewed by the Exel plc Board, as part of its risk management process, supported by relevant committees.

Breaches of the Code must be reported to relevant senior managers and the Exel plc Board expects employees to bring to their or to other senior managers' attention any suspected breach of this Code. Provision is in place for employees to report in confidence directly to the relevant divisional human resources director, and no employee shall suffer as a consequence of so doing.

This Code is intended to foster a search for continuous improvement in all aspects of our performance. It will therefore be reviewed annually and will be referred to in Exel's Annual Report and published on our website as part of our ongoing improvement programme. We welcome feedback, again through the human resources function on the content and working of the Code.

23 January 2003



Code of Conduct

July 2005

Table of Contents

Title	Page
<u>Section One: Introduction</u>	
Overview	8
Compliance with the Code of Conduct	8
Approvals	9
Conclusion	9
<u>Section Two: Expectations and Guidelines – Dealing with Others</u>	
Represent Exel Honestly	10
Working with Suppliers and Vendors	10
Working with Customers	10
Gifts, Meals and Entertainment	11
Use of Consultants and Agents	11
Conflicts of Interest	12
Outside Business Activities	12
<u>Section Three: Expectations and Guidelines – Workplace</u>	
Company Property and Facilities	14
Safety, Health and Environmental	14
Firearms, Alcohol and Drugs	15
Confidential Information	16
Computer Software and Resources	17
No Expectation of Privacy on Company's Computer	18
Ownership of Work for Hire	18

Tolerate No Discrimination and Encourage Diversity	18
Support Associate Development and Training	19
Political Contributions	19
Trademarks, Service Marks and Copyrights	19
Document Retention	20
Governmental Investigations and Private Litigation	20
Financial Accounting	20
Media Relations	21

Section Four: Expectations and Guidelines – *Compliance with Laws*

Employment Laws	22
Security Law Compliance and Insider Trading	22
Antitrust Laws	23
Sanctions / Trade Embargoes	24
US Foreign Corrupt Practices Act	24

Section Five: Where to Go for Assistance

Raising Ethical Questions and Issues	25
Complaint Procedures	25
Open Door Policy	26
Associate Agreement – Associate Copy	27
Associate Agreement – Personnel File Copy	28

SECTION ONE



INTRODUCTION

Overview

The commitment to excellence is fundamental to Exel. This commitment means that associates share a common set of objectives and benefit from the achievement of those objectives.

One of Exel's essential commitments is to uphold ethical standards in our business decisions and corporate activities. Ethical conduct and behavior are vital to our continued success. To conduct business otherwise is a disservice to Exel, its strategic partners and every associate.

In this spirit, Exel developed a Code of Ethics that was distributed to associates and published on www.exel.com. The Code of Ethics is founded on our core principles of integrity, honesty and respect for people. These principles require more than the expectation of obeying laws and abiding by our agreements. We also must behave honestly with those stakeholders whose interests we affect and treat them like we would expect to be treated if our situations were reversed.

This Code of Conduct builds on and coexists with the Code of Ethics, serving to strengthen Exel's commitment to an ethical climate and providing a set of guidelines for conduct that will help you understand Exel's expectations for ethical behavior.

Exel expects every associate to make the right choices, regardless of a situation's difficulty. These guidelines are intended to help you make informed choices in a variety of situations involving Exel's stakeholders: associates, customers, shareholders, vendors, and other business and strategic partners.

Compliance with the Code of Conduct

This Code of Conduct reflects general principles to guide associates in making ethical decisions. It cannot and is not intended to address every specific situation. As such, nothing in this Code of Conduct prohibits or restricts Exel from taking disciplinary action on matters pertaining to associate conduct, whether or not such conduct is expressly discussed in this document. This Code of Conduct is not intended to create any express or implied contract with any associate or third party and may be revised, changed or amended at any time and at Exel's sole discretion.

A violation of the Code of Conduct may result in disciplinary action and, depending on the circumstances, termination of employment. Exel's strong belief and commitment to the principals embodied in the Code of Conduct are also confirmed by its investment in establishing simple procedures to report any alleged violations (see Section Five). Exel, in accordance with legal requirements, will use reasonable efforts to protect the confidentiality of those who report any alleged violations. Retaliation in any form against an associate who in good faith reports a violation, even if the report is mistaken, will not be tolerated and is itself a violation of the Code of Conduct, as well as a likely violation of various state and federal "whistleblower" laws.

Approvals

No set of guidelines can cover all the circumstances or situations that associates will encounter. Therefore, if an associate encounters a situation not covered by these guidelines or one that seems to require further discussion, associates should consult, as appropriate, their manager and/or Exel's Legal or Human Resource Departments.

Conclusion

Associates are responsible for acting according to the guidelines in this document – and seeking help when needed. If an associate has any doubt about the legality or ethical appropriateness of any act, he or she should not do it. The best guide is often common sense. If you have questions about this document, please contact your manager, local Human Resource representative or Exel's Legal Department. For additional information, you may wish to consult Exel's policies on Equal Employment Opportunity, HR Policies and Procedures or Safety, Health and Environmental Policies.

SECTION TWO



EXPECTATIONS AND GUIDELINES – DEALING WITH OTHERS

Represent Exel Honestly

Exel expects associates to truthfully represent the company and to correct misunderstandings immediately. No associate should undertake any business activity that would not withstand public ethical scrutiny or that would violate this Code of Conduct. Any information an associate provides to another (whether inside or outside of Exel) should be accurate and not intentionally mislead or conceal material information. Exel strives to build lasting business relationships and holds associates accountable for maintaining credibility and integrity.

Working with Suppliers and Vendors

Associates must remain impartial when they deal with suppliers and vendors. Exel provides suppliers and vendors a chance to compete fairly for our business based on Exel's requirements. Associates should treat suppliers and vendors as they expect Exel's customers to treat them.

Associates must not suggest to suppliers and vendors that they cannot sell to Exel unless they buy our services in return. This can be interpreted as seeking reciprocity, which Exel considers unethical and may also be unlawful. This does not mean a customer of Exel's cannot also be our supplier. However, our decision to use a customer as a supplier should be based solely on their ability to satisfy our purchasing requirements.

Associates shall not solicit or accept money, gifts or any other form of compensation or favors from a supplier or vendor in exchange for using that supplier or vendor or representing their interests to Exel.

Associates cannot act as a supplier or subcontractor to Exel, nor may a company in which an associate or his family is a major stockholder be a supplier to Exel.

Working with Customers

Exel builds customer relationships based on service and trust. Exel's business is to serve our customers. We must provide quality services to customers on a continuous basis. For this reason, associates must accurately represent our services in all marketing, advertising and sales contacts.

Above all else, we sell Exel services on their merits. Associates must not disparage Exel's competitors, their products or their associates. Comparisons between Exel services and those of a competitor must be factual and no associate should deliberately make false or misleading statements in an attempt to advance the relationship. Associates may not offer something of value to customers for the purpose of inducing customers to purchase Exel's services.

Gifts, Meals and Entertainment

Associates may serve as guests or hosts for customary business amenities, provided they are associated with a business purpose, reasonable in cost and appropriate as to time and place.

Exel views business-related gifts and excessive meals or entertainment as inherently compromising. Gifts, meals or entertainment may be given or received only if:

- They are ordinary and modest in value;
- They do not violate any law or generally accepted ethical standards, including the standards of the other party's organization; and
- They are consistent with accepted and ethical business practices.

In all business activities, while respecting local customs and perception, associates may give and receive gifts consistent with the above guidelines. Exel associates must courteously decline or return any kind of gift, favor or offer of excessive entertainment or value that violates Exel's guidelines and inform the giver of Exel's policy.

Associates should also be aware that many companies prohibit their associates from receiving anything of value (including meals) and you should respect and adhere to such other companies' policies. Additionally, because there are numerous federal, state and local laws and regulations dealing with governmental employees, an associate should not provide anything of value to a federal, state or local governmental employee without first consulting with Exel's Legal Department or the governmental agency involved.

Use of Consultants and Agents

Consultants and agents may not be hired to do anything illegal or improper or that may contravene this Code. Associates shall not knowingly participate directly or indirectly in illegal or improper activities of consultants or agents.

The use of consultants and agents on Exel's behalf should be in writing and must be approved in accordance with applicable company procedures. Any written contract must be approved by Exel's Legal Department or Contract Administration.

Conflicts of Interest

A conflict of interest exists if an associate's personal interests are advanced at the expense of or are contrary to Exel's interests. When an associate is in a position to influence a buying or selling decision, the associate must disregard his or her own personal interests.

Associates may not knowingly, without prior approval from the Legal Department, purchase services from a company where a family member is an officer or director or where the family member has an ownership interest. Associates may not influence or be involved in the decision to hire friends or relatives as consultants or associates for Exel. Associates must disclose potential conflicts of interest to their managers or Exel's Legal Department for resolution.

Many other types of conflict situations may arise and include, but are not limited to:

- Marketing services in competition with Exel services.
- Being involved with a competitor of Exel as an employee, consultant, officer or director.
- Entering into any business relationship that could reasonably be interpreted as conflicting with Exel's best interests.

If an associate cannot avoid a conflict or otherwise resolve it, the associate must remove him or herself from the conflict situation. In such instances, Exel's Legal Department should be consulted for assistance.

Outside Business Activities

It is Exel's policy that no associate is to have a freelance or moonlighting activity that:

- Encroaches on the time or attention that should be devoted to the associate's duties;
- Adversely effects the quality of work performed;
- Competes with Exel's activities;

- Implies sponsorship or support by Exel of the outside employment or activity, unless otherwise authorized by Exel; or
- Adversely affects the good name of Exel.

Associates who freelance or moonlight may not use Exel time, facilities, resources, or supplies for such work.

SECTION THREE



EXPECTATIONS AND GUIDELINES – WORKPLACE

Company Property and Facilities

Company property, facilities or physical resources may not be used for solicitation or distribution activities that are not related to an associate's services to Exel, except for charitable activities that have been approved in writing in advance by the Company. Associates may not solicit any other associate during working time, nor may associates distribute literature in work areas at any time on Exel premises. Under no circumstances may an associate disturb the work of others to solicit or distribute literature to them during their work time. Persons not employed by Exel may not solicit Company associates for any purpose on Exel premises.

Associates may not engage in or attempt theft of any property of Exel's, its associates or any of Exel's customer's, including documents, equipment, intellectual property, personal property, cash, or any other items of value. All associates have a responsibility to report any theft or attempted theft to their manager, Human Resources associate or Exel's Legal Department.

Safety, Health and Environmental

Exel is committed to providing a safe and healthy workplace for its associates and visitors. We are equally committed to preventing deterioration of the environment through minimizing the impact of our operations on land, air and water. Exel will comply with all environmental, health and safety laws and regulations applicable to its business activities. These commitments can only be met through the awareness and cooperation of all associates. Each associate must abide by safe operating procedures safeguarding their fellow associates' health and safety as well as their own. Each associate must utilize appropriate environmental pollution and waste control systems and procedures to ensure the safe and lawful disposition of industrial and hazardous waste materials.

Associate activities critical to maintaining the above commitments include:

- Working to continuously improve safety, health and environmental performance by measuring, managing and reporting key issues.
- Integrating safety, health and environmental performance into all business processes by using recognized management systems.

- Ensuring awareness of and taking ownership for workplace safety and environmental stewardship.
- Working with suppliers and contractors to include safety and environmental standards in Exel's procurement processes.

Specific rules and instructions in each of these areas are available in published format in various locations throughout each Exel facility. Each associate must become familiar with and abide by these rules and instructions. Any questions should be directed to Exel's Risk Management Department.

Additional details on our commitment to proactively manage safety, health and the environment in our operations can be found in the related policies on Exel's website.

Firearms, Alcohol and Drugs

Other than authorized security personnel, no employee may carry firearms, explosives, incendiary devices or any other weapons (functional, disabled or otherwise) on Exel's premises or while conducting Exel's business. Exel strictly prohibits acts of physical intimidation, assaults or threats of violence by any of its associates and further prohibits direct or indirect participation in hoaxes designed to create panic, fright or terror.

The consumption of alcohol on Exel's property is prohibited. No one may report to work, remain at work or operate a vehicle while on Exel business with impaired abilities as a result of alcohol or drug (prescription or illicit) consumption.

Exel prohibits the sale, use, possession, manufacture, or distribution of illicit drugs or controlled substances on Exel's property, on Exel's time or while conducting Exel's business. Exel also prohibits abuse of any legal drugs while on Exel property, time or business.

Any illegal substances or materials found as a result of any search or surveillance of Exel's premises will be turned over to the appropriate authorities as required by law.

Confidential Information

Exel's proprietary information and trade secrets are legally protected, and associates have an obligation to protect such confidential information. Equally important, associates must not improperly obtain or misuse the confidential information of any supplier, customer, business partner, competitor, or former employer.

Exel's Confidential Information

Exel's confidential information is information not generally known outside of Exel. A variety of information can be considered confidential.

Some examples include:

- Exel technology or business processes.
- Business plans and financial data (other than those already published, e.g., in the annual report or in news releases).
- Sales statistics.
- Marketing strategies.

Associates must consult their manager, Exel's Contract Administration and/or Exel's Legal Department regarding which, if any, of Exel's confidential information may be released and the conditions under which it may be released.

Exel's proprietary information and trade secrets are legally protected. An associate's obligation not to reveal Exel's confidential information does not end upon leaving Exel. After termination of employment, an associate may not disclose confidential information or any trade secret to a new employer or to others.

Confidential Information of Exel's Strategic Partners

Exel regularly receives information about other companies to assist in marketing or providing our services. Associates must respect and protect, in the same manner Exel protects its own confidential information, any confidential or proprietary information shared with Exel by a customer or supplier.

Information from the following sources is not generally considered protected:

- Published information.

- Information found in public domains or generally known to the public.
- Independently developed information.
- Information received from a third party without knowledge of or a reasonable belief of its confidentiality.

Associates may not engage in industrial espionage or acquire information about other companies through improper means. Examples include:

- Persuading present or former associates of another company to divulge confidential information.
- Knowingly receiving information that was illegally or improperly acquired by another party.

When Exel receives confidential information, there should generally be a written agreement defining our obligations for the use and protection of the information. This agreement should be reviewed by Exel's Legal Department or Contract Administration.

Once the information is entrusted to Exel, you must protect its confidentiality and limit its use to that authorized by the agreement. You also are responsible to make sure that Exel associates or departments that are not authorized do not have access to the confidential information.

If an associate comes into possession of confidentially marked information of another company, or believes information is confidential, the associate must determine if Exel is authorized to have it. If not (or if the associate questions Exel's right to have the information), the associate must immediately contact Exel's Legal Department.

Computer Software and Resources

Computer software programs are generally protected by copyrights and the company's use of third party software programs (such as Microsoft and Red Prairie) are subject to license agreements. Such agreements define the lawful use of the software. Unauthorized use or copying of software programs is prohibited. Any questions regarding the use of these programs should be directed to Exel's IT or Legal Department.

The computers that associates are provided or have access to for work and the e-mail system are the property of Exel and are provided for use in conducting Exel's business. All communications and information transmitted by, received from, created with, or stored in the computer systems (whether through office support programs, e-mail, the Internet or otherwise) belong to Exel.

Exel's computers and the use of e-mails should only be used for business purposes.

Please see the intranet policy available on Lotus Notes.

No Expectation of Privacy/Company's Computers

Exel has the right, but not the duty, for any reason and without permission of an associate to monitor any and all aspects of its computer systems including, without limitation, reviewing documents created and stored on its systems, deleting any matter stored in its systems, monitoring sites on the Internet visited by associates, and reviewing e-mail sent and received by users. Associates should not have an expectation of privacy in anything they create, store, send, or receive on Exel's computer systems.

Associates are reminded to be courteous to other users of Exel's systems and always conduct themselves in a professional manner. Exel's policies against discrimination and harassment apply fully to the company's computer systems and any violation of those policies is grounds for discipline, up to and including discharge.

Ownership of Work for Hire

Exel is legally entitled to all rights in ideas, inventions and works of authorship relating to its business that are made by associates during the scope of their employment with Exel or while using Exel's resources, even if created or developed by the associate at home. Associates are required to promptly disclose all work-related ideas to their supervisor and to sign all of the appropriate documentation to transfer all developments to Exel in order for Exel to demonstrate their ownership or to obtain legal protection for them.

Tolerate No Discrimination and Encourage Diversity

Exel's intention is to be the preferred employer in our communities and our industry. We strive to meet this goal by creating a work environment that encourages diversity and rewards achievement while respecting the dignity of each associate. Discrimination and harassment in any form will not be tolerated. For additional information in this area please refer to the posted Exel's Non-Discrimination Policy and EEO Policy.

Support Associate Development and Training

Exel offers associates development and training programs both during and outside of work hours and on and off the work site. By offering such opportunities, Exel is able to enhance productivity and morale, keep pace with changing technologies and market needs, reduce turnover, and improve overall prospects for future success. Exel encourages all associates to take advantage of such training and development opportunities.

Political Contributions

Exel expressly prohibits political contributions made on the company's behalf. If an associate is asked to donate money on Exel's behalf to a political party or cause, the associate must courteously decline the request and inform the solicitor of Exel's policy. Personal political contributions by an associate are of course permissible.

Trademarks, Service Marks and Copyrights

The company's trademark and service marks (word, slogans, symbols, logos, or other devices) used to identify the company or its business are valuable assets to the company, are legally protected, and care is taken so that others may not use them. No associate may negotiate or enter into any agreement respecting the company's trademarks and service marks without management and the Legal Department's approval.

The company also respects the trademark and service marks of others. No associate should use the trademark or service mark of another company, even one with which our company has a business relationship, without written approval of the other company or approval by Exel's Legal Department, to ensure that the use of the other company's mark is proper.

Associates must also avoid the unauthorized use of copyrighted materials and should confer with Exel's Legal Department if they have any questions regarding the permissibility of photocopying, excerpting or otherwise using copyrighted materials. The company's computers may not be used to send (upload) or receive (download) copyrighted materials.

Any questions regarding trademark, service marks and identity issues should be directed to <http://identity.exel.com> or contact your Marketing or Legal Department.

Document Retention

The space available for the storage of Exel documents, both on paper and electronically, is limited and expensive. Therefore, periodic purging of documents is necessary. On the other hand, there are legal requirements that certain records be retained for specific amounts of time. If you are unsure about how long to keep particular documents, contact Exel's Legal Department for guidance.

If, however, it becomes apparent that documents of any type will be required in connection with a lawsuit or government investigation, all potentially relevant documents should be preserved and ordinary disposal or alteration of documents relating to such litigation or investigation should be immediately suspended. If an associate is uncertain whether documents under his or her control should be preserved due to litigation or an investigation, he or she should contact Exel's Legal Department.

Government Investigations and Private Litigation

Attorneys and investigators (both public and private) may contact you by telephone, in person or in writing seeking Exel information or documents. All such inquiries should be referred to the Legal Department without further response from you unless you are directed by the Legal Department to respond.

Financial Accounting

Many laws and regulations govern the conduct of business in the United States and beyond. Exel's commitment to compliance with such laws and regulations requires that we maintain accurate and complete records of all our business and financial transactions. Intentional misrepresentations, failure to disclose material facts or deliberately creating any false records violates these laws and regulations as well as company policy.

Exel has adopted financial controls in accordance with internal needs and the requirements of such applicable laws and regulations. These established accounting and finance practices and procedures must be followed to assure the complete and accurate recording of all transactions. Associates with supervisory duties should establish and implement appropriate internal controls over all areas of their responsibility to ensure the safeguarding of Exel's assets and the accuracy of its financial records and reports. All associates are expected to adhere to these practices and procedures. Any actual or potential violation of any legal or ethical financial matter, including Exel financial, accounting, or treasury policies, should be reported promptly.

Any questions regarding Exel's financial, accounting or treasury policies, practices or procedures should be directed to the America's Financial Controller.

Exel's commitment to legal and ethical financial compliance requires that all associates report any incident or situation that actually or potentially violates laws or Exel's practices and procedures.

Media Relations

News media contacts and responses must be made only through Exel's marketing and communications teams. Failure to observe this policy can cause tremendous damage to the company and spread misinformation. Exel reserves the right to impose disciplinary action on associates who speak about Exel and its business to the media without having been authorized to do so.

If a reporter asks an associate a question, the associate should explain that Exel's policy requires all media inquiries to go through its communications and public relations staff (contacts below). The associate can refer reporters to the appropriate Exel communications or public relations manager. (Note: Exel's Crisis Communications Plan permits exceptions to this rule as defined in the plan.)

Andrea.Webber@us.exel.com	614-865-8412
Mike.Agee@us.exel.com	614-865-8426
Rachel.Patton@us.exel.com	614-865-8351

SECTION FOUR



EXPECTATIONS AND GUIDELINES – COMPLIANCE WITH LAWS

Employment Laws

Exel is committed to fostering a work environment in which all individuals are treated with respect and dignity. Each associate should be permitted to work in a professional atmosphere that promotes equal employment opportunities and prohibits discriminatory practices, including harassment.

Accordingly, Exel expects full compliance to its Human Resource's Policies and Procedures as well as all federal, state and local laws, including but not limited to the laws listed below. If you require further information on these, or other relevant laws, please contact your human resources representative or Exel's Legal Department. For additional information in this area, please refer to Exel's Non-Discrimination Policy and EEO Policy.

- Equal Pay Act
- Civil Rights Act (title VII)
- Fair Labor Standards Act (FLSA)
- Age Discrimination in Employment Act
- Equal Opportunity Act
- Veteran's Reemployment Act
- Pregnancy Discrimination Act
- Immigration Reform & Control Act - 1986
- Worker Adjustment and Retraining Notification Act (WARN)
- Older Workers Benefits Protection Act
- Americans with Disabilities Act
- Civil Rights Act
- Family and Medical Leave Act (FMLA)

Security Law Compliance and Insider Trading

Federal and state securities laws prohibit insider trading. Trading on inside information provides an unfair advantage to the holder of the information over the general investment community. Violations of such laws, which carry

civil and criminal penalties, occur when an individual makes an investment decision (hold, buy or sell) about securities in a corporation based on confidential information not available to the general public. It is also unlawful to privately disclose the same information or give investment "tips" to anyone who does not have a valid business reason to know the information, even if you do not engage in securities trading. As a consequence, it is illegal for associates to use Exel's or its customer's confidential information to make investment decisions or give investment "tips." Any questions regarding this should be directed to Exel's Legal Department.

Antitrust Laws

The federal government, most state governments, the European Economic Community, and many foreign governments have enacted antitrust or "competition laws." These laws prohibit "restraints of trade" and other conduct between or among competitors, customers or suppliers in the marketplace. Their purpose is to ensure that markets for goods and services operate competitively and efficiently so that the marketplace obtains the benefit of open competition among sellers, purchasers and suppliers of goods and services. Violations of antitrust laws can lead to substantial civil penalties and can also be treated as criminal acts.

Antitrust laws are very complex. Any questions should be directed to Exel's Legal Department. Some conduct to avoid is as follows:

- Agreement with competitors:
 - To set prices or conditions of sale;
 - On any items of a bid or not to bid;
 - To allocate or limit customers;
 - To establish geographical territories; or
 - To "boycott" one or more customers.
- Agreement with customers or others that:
 - Establishes exclusive dealing arrangements;
 - Requires "tying" arrangements;
 - Provides for "predatory pricing"; or
 - Requires reciprocal purchase arrangements.

Sanctions/Trade Embargoes

The United States government uses economic sanctions and trade embargoes to further various foreign policy and national security objectives. Associates must abide by all economic sanctions and trade embargoes that the United States has adopted, whether they apply to foreign countries, political organizations or particular foreign individuals and entities. Inquiries regarding whether a transaction on behalf of Exel would be contrary to applicable sanction and trade embargo programs should be referred to the Legal Department.

US Foreign Corrupt Practices Act

All associates no matter where they are located must comply strictly with the U.S. Foreign Corrupt Practices Act. This law prohibits payments or offers of payments of anything of value to non-U.S. political officials, political parties or candidates for foreign political office in order to secure, retain or direct business. Payments made indirectly through an intermediary, under circumstances where such payments might be passed along for prohibited purposes, are also illegal.

SECTION FIVE



WHERE TO GO FOR ASSISTANCE

Raising Ethical Questions and Issues

The Exel plc Board expects associates to report suspected violations of this Code of Conduct. All associates share a responsibility to protect Exel's reputation. It takes courage to raise an ethical or other type of activity that may violate the Code of Conduct – especially if it involves a situation in the workplace. However, Exel gives all associates that responsibility and will support each person when they exercise it in good faith.

Complaint Procedures

The foundation of our compliance effort is openness, accessibility and discussion within the Exel community. Most issues can be resolved at the site. Exel, therefore, provides two equivalent ways to report concerns or suspected violations: 1) through the **near** hotline, and 2) directly to an Exel associate (Open Door Policy).



Exel provides a way to report a concern or suspected violation through the **near** hotline. The **near** hotline is available 24 hours a day, 7 days a week, 365 days a year.

To reach the hotline in the United States
call toll free: 1-866-678-**near** (6327).

The **near** hotline is operated by specially trained third-party representatives. Calls to the line will not be traced and callers can choose to remain anonymous if they wish. However, anonymous callers should know that it is more difficult to appropriately follow up on issues raised anonymously. Confidentiality will be maintained to the extent possible given Exel's duty to investigate.

Representatives will listen to your concerns, ask questions and review the information you provide. They will then forward the matter to Exel's Legal Department, which will take appropriate action.

Open Door Policy

The Open Door Policy encourages associates to present ideas, raise concerns and ask questions – in this instance, especially those of a legal or ethical nature. All managers are responsible for supporting this policy by maintaining an “open door” for their direct reports and other associates who may wish to reach out to them.

While we hope that associates feel comfortable discussing any matter with their supervisors, there may be times when a supervisor cannot help. In these cases, you should speak with others, including:

- The next higher level of supervision;
- Your operating unit director;
- Your local Human Resources representative; or
- The Corporate Human Resources Group or Legal Department.



Associate Understanding – Associate Copy

I, (*print name*) _____, have read and understand the Code of Conduct and agree to abide by the guidelines in the Code at all times. If at any time I violate any one of the Codes of Conduct, I understand I risk disciplinary action up to and including termination.

Signature

Date

Print name

Please sign and date this page and keep it for your records.



Associate Understanding – Personnel File Copy

I, (*print name*) _____, have read and understand the Code of Conduct and agree to abide by the guidelines in the Code at all times. If at any time I violate any one of the Codes of Conduct, I understand I risk disciplinary action up to and including termination.

Signature

Date

Print name

Please sign, date, and return this signature page as instructed.

EXEL TRANSPORTATION SERVICES, INC.

CODE OF BUSINESS CONDUCT

APRIL 1997

**EXEL TRANSPORTATION SERVICES, INC.
CODE OF BUSINESS CONDUCT**

I. **OUR COMMITMENT.**

This code of conduct is to affirm the commitment of Exel Transportation Services, Inc. (ETS) to integrity as the cornerstone of the behavior of all employees and all others who act on our behalf.

Each of us is responsible for acting in accordance with high ethical standards. Our ethical standards are based on respect for the dignity of each individual and a commitment to honesty and fairness.

Our obligation to operate within the law is just the beginning of our ethical commitment. We must always strive for fairness in our dealings and relationships.

The guidelines contained in this code are to assist you in making the right choices when confronted with a difficult situation.

By following these guidelines, you will help to ensure that we conduct our business for the benefit of all of our stakeholders—that is, our customers, shareholders, vendors, host communities, and fellow employees.

However, these guidelines do not cover every situation and guidelines have exceptions. You should get help from your manager, or other company resources, such as legal department, whenever you are in doubt as to the proper course of action.

The willingness of each of us to raise ethical concerns is essential. No one will suffer any adverse effects to their job or career as a result of raising an ethical concern or questioning a company practice.

Individuals in management positions have a special responsibility to demonstrate and model high ethical standards in their behavior and to create an environment that supports ethical behavior: an environment where questionable practices are challenged.

Our success is dependent on each of us being able to properly apply these ethical standards to our own behavior.

Ultimately, the responsibility for ethical behavior rests with you in the exercise of your independent judgment.

II. A STATEMENT OF OUR ETHICAL PRINCIPLES.

- ◆ We will deal fairly and honestly with those who are impacted by our actions and treat them as we would expect them to treat us if the situation were reversed.
- ◆ We will respect the dignity of each individual.
- ◆ We will not pursue any business opportunity which requires violation of the law or these principles.
- ◆ We will undertake only those business activities that will withstand public ethical scrutiny.
- ◆ We will disclose any conflict of interest we may have regarding our responsibilities to the company and remove the conflict where required.
- ◆ We will promote relationships based on mutual trust and respect and provide an environment where individuals may question a company practice without suffering career disadvantage.

III. CONDUCTING ETS'S BUSINESS.

- ◆ In conducting the business of ETS, you will be dealing with a variety of people and organizations including customers, vendors, and competitors as well as community representatives and other employees.
- ◆ All of our business relationships should be based on honesty and fairness.
- ◆ We want long-term, mutually beneficial, business relationships and trustworthiness is essential to establish and keep them.

- ◆ Be truthful in your representation of the company. If there is a mistake or misunderstanding, correct it immediately.

A. Equal Employment Opportunity. ETS is fully committed to equal employment opportunity for all employees and applicants for employment.

We have a duty to ensure that there is no unlawful discrimination in recruitment, hiring, termination, promotions, salary treatment or any other condition of employment or career development, and that there is no harassment of any employee on the basis of race, color, religion, national origin, sex, age, marital status, sexual preference or orientation, disability, or status as a special disabled veteran or veteran of the Vietnam era.

B. Dealing with Customers. Serving customers is the focal point of our business. Satisfying customers is the best way to ensure business success.

- ◆ We must work with customers to understand and anticipate their needs, and identify and remove obstacles customers may see in doing business with us.
- ◆ We need to respond promptly and courteously to customer inquiries and requests.
- ◆ We must accurately represent our services in our marketing, advertising and sales efforts.
- ◆ We must provide services of the highest quality. We need to understand what represents "highest quality" in the eyes of the customer. We must regularly measure customer satisfaction and continuously improve our quality.

C. Dealing with Vendors. Prospective vendors will have a chance to compete fairly for our business.

- ◆ We will select vendors who provide the highest quality at the lowest total cost.

- ◆ Do not suggest to any vendor that we will not buy from them unless they purchase from us.

D. Dealing with Each Other. Basic to our relationship with each other is the recognition of the value and worth of each individual and the necessity to provide a working climate which is protective of the well-being of all employees.

Employees and applicants for employment will be evaluated for employment and promotion on a nondiscriminatory basis.

- ◆ Our commitment to provide equal employment opportunity includes the positive steps contained in our affirmative action plan to achieve equal employment opportunities.
- ◆ We will listen carefully and value the opinions and experience of employees and respect their diverse backgrounds.
- ◆ We will consult people impacted by proposed policy or process changes.
- ◆ We will establish clear job requirements and provide coaching and performance feedback. We will clearly communicate work direction and the reasons for the directions.
- ◆ We will see that employees have the training required to do their jobs.
- ◆ We will ordinarily fill positions from within the company when qualified candidates are available.
- ◆ We will maintain an "open door" so that employees can express their views freely without fear of reprisal.
- ◆ We will respect the privacy of employee information contained in company files.
- ◆ We will provide protection to all employees or applicants for employment against sexual harassment.

E. Disparagement. No one should ever make false, misleading or disparaging remarks about individuals or organizations or their products and services.

- ◆ In particular, do not disparage our competitors or their products or employees. We should sell or services on their merits.
- ◆ If you make comparisons of our services and those of a competitor, they should be accurate and factual.

F. Industrial Espionage. You may not engage in industrial espionage or acquire information about other companies through improper means. You have a responsibility not to steal or misuse the intellectual property of any vendor, customer, business partner or competitor.

We regularly acquire information about other companies in conducting our business. This is acceptable when this information is properly acquired. Proper sources would include information which is published or in the public domain, or is lawfully received from the owner of an authorized third party.

Examples of improper means of acquiring information are:

- ◆ Receiving information from a third party that was illegally or improperly acquired by the third party.
- ◆ Receiving confidential information of a company from present or former employees who are unauthorized to disclose it.

If you are offered proprietary information under suspicious circumstances, you should immediately consult our legal department.

If you come into possession of information from another company that is marked confidential, or that you believe is confidential, you should consult our legal department if you have any questions regarding the proper authorization of your possession. If our possession is improper, our legal department will return the information to the proper owner.

G. Confidential Information Properly Received. We regularly receive confidential information from those we do business with. When we receive such information, it should be received under the terms of a written agreement that spells out our obligations for the use and protection of the information. These agreements should be reviewed by our legal department.

- ◆ You must protect the confidentiality of any such information and limit your use of it to what is authorized by the agreement. You are also responsible to see that those who are not authorized do not have access to the confidential information.

H. Use of Software. One form of intellectual property we acquire is computer software.

In addition to being copyrighted, computer software programs are usually subject to license agreements. These agreements restrict your lawful use of the software. For example, a license may prohibit copying of the programs and restrict its use to a specified computer.

You should not copy software or use it on a different computer unless the license agreement permits such copying or use.

Any authorized copies shall contain the proper copyright and other required notices of the vendor.

You should read and understand the software agreements governing the software you use and obtain assistance to understand the limitations on the use and copying of the software.

I. Gifts, Meals and Entertainment. Except when dealing with representatives of the federal government, you may receive or give customary and modest business amenities such as meals, provided they are associated with a business purpose, reasonable in cost, appropriate as to time, place and subject and are such as not to influence or give the appearance of influencing the recipient. Excessive business-related gifts, services or entertainment are inherently compromising and do not belong in our business relationship.

You may not give or receive gifts, services, meals or entertainment unless:

- ◆ They are of limited value and reasonable under the facts and circumstances of the event or transaction, or have the explicit advance approval of the Chairman, the CFO, or the Audit Committee, do not influence or give the appearance of influencing the recipient and cannot be viewed as a bribe, kickback or payoff.
- ◆ They do not violate any law or generally accepted ethical standards including the standards of the recipient's organization.
- ◆ They can withstand public ethical view.
- ◆ Under no circumstances may a gift of money be given or received.
- ◆ You are to courteously decline or return any kind of gift, favor or offer of excessive entertainment which violates these guidelines and inform the offerer of our policy.
- ◆ The United States Government strictly prohibits you from providing any meals, gratuities or entertainment to its employees as outlined later in this booklet. The US Government and other governments have ethics codes strictly regulating what is permitted in gifts, meals and entertainment.
- ◆ You should not provide any meals, entertainment or other amenities to any government employee without first reviewing with our legal department.
- ◆ Whenever there is any doubt as to the application of the above guidelines to a particular transaction or circumstance, you are obligated to seek clarification from your immediate supervisor or the legal department.

- J. Improper Payments. We will not directly or indirectly offer or solicit any kind of payments or contributions for the purpose of:

Influencing customers, vendors or governmental entities including their officials and employees.

EMPLOYEE ACKNOWLEDGEMENT

This will serve to notify ETS that I have received my copy of the ETS Code of Business Conduct. I acknowledge that it is important for me to read, understand, and comply with this Code of Conduct, and that I am willing to do so.

Employee _____ Signature _____ Date _____

(After signing, please detach this page and submit to Marti Gray, Human Resources Manager, located at Corporate Headquarters in Memphis, TN)

**EXEL TRANSPORTATION
SERVICES, INC.**

**EMPLOYEE
HANDBOOK**

EMPLOYEE ACKNOWLEDGEMENT

This will serve to notify Exel Transportation Services, Inc. that I have received my copy of the Employee Handbook dated January 1, 1995. I acknowledge that, as a condition of my employment-at-will, it is important for me to read and understand this handbook. If I leave the Company for any reason, I will return this Employee Handbook to my supervisor.

EMPLOYEE
SIGNATURE _____

DATE _____

(After signing, please detach this page and submit to your immediate supervisor. Supervisors should submit this page to Personnel for inclusion in the employee's personnel file.)

PURPOSE

The purpose of this employee handbook is to provide the Company employees with a clear understanding of the Company's present policies and procedural guidelines. This handbook is not an employment contract. All employees are employed at will. The Company and the employee are free to terminate the employment relationship at any time. No employees are employed other than "at will" unless a contract has been expressly agreed to, in writing, with the individual employee and signed by the Company President.

The Company reserves the right to change, amend, or add to any of its present policies and job benefits at any time.

If you have questions concerning the information presented here, please see your supervisor.

EQUAL EMPLOYMENT OPPORTUNITY

It is the policy of the Company to develop a well qualified and efficient work force that is capable of providing the services that we offer to our customers in the most efficient and competitive manner. In order to achieve this goal, we will continue to direct our employment and personnel practices toward ensuring that recruitment, hiring, training, job benefits, compensation and promotional opportunities are free from unfair discriminatory practices, regardless of a person's sex, color, race, religion, age, national origin, disability, handicap or veteran's status.

If you feel that you have been subject to unlawful discrimination, you should promptly register a complaint with the Human Resources Department at the corporate office in Memphis, Tennessee, who will then investigate the complaint. Steps will be taken to assure that there will be no retaliation against any person who files a complaint or participates in any way in the investigation of a complaint of unlawful discrimination.

SEXUAL HARASSMENT

Any unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct of a sexual nature constitute sexual harassment. Such conduct by an employee, supervisor or member of management will not be tolerated by the Company. Any employee who participates in this type of conduct will be subject to appropriate discipline including discharge from employment. Additionally, employees should alert management to on-the-job harassment by non-employees.

If you feel that you have been subjected to sexual harassment, you should promptly register a complaint with the Human Resources Department at the corporate office in Memphis who will then investigate the complaint. Steps will be taken to assure that there will be no retaliation against any person who files a complaint or participates in any way in the investigation of a complaint of unlawful discrimination.

INTRODUCTORY PERIOD

Each new employee of the Company is considered to be in a introductory period during the first sixty (60) days of employment and is not eligible to receive benefits.

During the introductory period, supervisors will observe the performance of each employee in a new position. Where appropriate, weaknesses in performance and behavior will be brought to the employee's attention for correction.

Written evaluation of the employee's job performance will be prepared at the end of the introductory period. The evaluation should include a recommendation as to whether the employee should continue the position.

Employees will be allowed to continue their new positions if they are given both a satisfactory evaluation by the end of their initial sixty (60) day employment period and their supervisor's endorsement to continue the job. Employees who do not receive a satisfactory evaluation and endorsement may be given an additional sixty (60) days to demonstrate their ability to do the job if the supervisor feels the additional time is warranted in order to achieve acceptable job performance. At that time the employee will either become a regular full-time employee or be recommended for termination. Employees in the extended introductory period will receive health and life insurance benefits as outlined in this handbook, however, all other employee benefits will be withheld until the introductory period is complete,

At all times, including after successful completion of the introductory period, employment with the Company is considered to be "at-will," and the employment relationship may be terminated at any time for any lawful reason by either party.

HOURS OF WORK

Your work starting time and weekly work schedule are determined by your manager in your department to meet the Company's business and operational requirements.

OVERTIME

If you are an office non-exempt employee, you will be paid time and one-half your regular hourly rate for any hours you work over forty (40) hours in the regular work week.

All employees are expected to cooperate with the Company in working any scheduled overtime and overtime work must be approved by your supervisor before you are allowed to work overtime.

ATTENDANCE AND PUNCTUALITY

You are expected to be punctual and regular in your attendance at work each day. Your job requires dependability and reliable attendance is necessary.

If for any reason you are unable to report to work, you must call your supervisor within two (2) hours of your starting time. If your supervisor is not available, you may leave a message. Do not give messages to fellow employees. Additionally, you are also expected to notify your supervisor for each continuing day of your absence, unless you are on an approved leave of absence or on vacation.

ABSENTEEISM

An absence is defined as a period of two (2) hours or more away from your work because of personal or family illness.

You will be charged with one (1) absence for any period of your absence each work day exceeding two (2) hours or more.

BREAKS

All non-exempt employees are eligible for two (2) ten (10) minute unpaid breaks-one in the morning and one in the afternoon. These breaks will be scheduled by your manager. You are required to clock in and out on the back of your time card for each break period.

YOUR TIME RECORDS

All non-exempt employees must have a time card and must clock in and out time worked each day. A new time card will be provided each week. The time card should be turned in to your manager each Friday. You must clock in and out for lunch. Additionally, if you leave the Company premises for any personal business during the work day, it is also necessary for you to clock in and out as you leave and return.

If you forget to clock in or out or there are changes or corrections to be made on your time card, your manager and you must both sign the corrections or changes. In no case should you clock in or out for someone else or have someone else clock in or out for you. Any falsification or violation could lead to disciplinary action up to and including termination.

PAY DAYS

All exempt and salaried non-exempt employees are on a bi-weekly payroll which means you will be paid every other week. Hourly non-exempt employees are on a weekly payroll. Pay checks are cut on a Friday.

Payroll deposits can only be made on a direct-deposit basis to a bank authorized by you.

PAY DEDUCTIONS

There are certain deductions that are required by law that will be deducted from your gross earnings. Deductions will be made for Federal and state income taxes, Social Security, and any other deductions required by law.

FULL TIME/PART-TIME STATUS

Any part-time personnel that have been employed longer than 60 days and have averaged 32 hours per week or more will be considered a full-time employee.

CHANGES IN PERSONNEL RECORDS

You are expected to notify your supervisor or manager who will complete a Change of Status form for changes in address, legal name, telephone number, marital status, or person to contact in case of emergency. This form will go to the Personnel Coordinator. Changes in tax deductions go to the Payroll Department. Changes to insurance information or beneficiaries in the Savings and Investment Plan should be forwarded to the Human Resources Department.

INJURY OR SERIOUS ILLNESS

In case you have an injury or a serious illness that has resulted in your absence from work for five (5) or more days, you must have a written release from your physician to return to your regular work. Regular work is defined as being able to perform your work with no restrictions.

If limited or light duty is advised by your physician to return to work, this must be approved by your department head. The Company reserves the right to require an employee to pass an examination by our Company doctor before returning to work. Light-duty work is not guaranteed and is subject to availability.

PERFORMANCE EVALUATION REVIEWS

Your job performance will be reviewed and evaluated by your supervisor or manager through our periodic performance evaluation review system. The performance evaluation review provides you and your supervisor or manager the opportunity to discuss, in a formal way, how you are meeting your goals and the performance requirements of your job. In addition, the performance evaluation reviews also help in making job-related decisions concerning your job performance.

EXIT INTERVIEW

If you are a regular full-time employee and are voluntarily resigning from the Company, we will want to schedule an exit interview with you. This exit interview will be scheduled with you by your immediate supervisor.

RESIGNATION NOTICE

If you plan to voluntarily resign from your employment with us, the Company would appreciate being notified of your pending departure at least two (2) weeks prior to your last scheduled day of work.

The Company, at its discretion, may immediately release the employee from employment and pay such employee the any due compensation at such time. Employees who resign without notice or fail to give adequate notice may forfeit any accrued vacation pay.

All Company property must be returned to the Company by the last scheduled day of work.

JOB BENEFITS

The following is an overview of job benefits.

HOLIDAYS

The following holidays are recognized by the Company:

- ❖ New Year's Day
- ❖ Memorial Day
- ❖ Independence Day
- ❖ Labor Day
- ❖ Thanksgiving Day
- ❖ Friday after Thanksgiving Day
- ❖ Christmas Eve
- ❖ Christmas Day

In addition to the above fixed holidays, eligible employees will also be entitled to two (2) floating holidays. One of the floating holidays is to be taken between January 1 and June 30. The second floating holiday is to be taken between July 1 and December 31. Such days must be scheduled with the advance approval of the employee's supervisor.

Any salaried employees who work a company-recognized holiday will receive a compensation day agreed upon by the employee and supervisor.

If you are on a leave of absence, you will not be paid for the holidays.

In cases where the holiday falls on a Saturday, the preceding Friday will be considered as the holiday, and when the holiday falls on a Sunday, the following Monday will be observed as the holiday.

Individuals who work on a holiday should receive holiday pay equivalent to the hours actually worked. It is the supervisor's responsibility to review each time card to be sure they agree with hours worked. If an hourly employee does not work a holiday, their time card must show the normally scheduled total hours for that day so Payroll can pay properly.

VACATIONS

If you are a regular full-time employee, you are eligible for paid vacations, unless and employee fails to give proper notice (under section titles Resignation Notice). The amount of your vacation time depends on the length of your employment service with the Company. You must take your vacation within the year it has been earned. Employees are eligible for vacation after completion of six (6) months of employment. Vacations earned may be taken on a daily or weekly basis and must be scheduled with and approved by your supervisor or manager. You may not remain on your job and receive vacation pay in lieu of taking your vacation. Our vacation policy is as follows:

EMPLOYMENT SERVICE	VACATION
0-1 year	1 week (to be taken between 6 month anniversary date and 1 year anniversary date; then a pro-rated portion of two weeks until 12/31)
2-5 years (13-60 months)	2 weeks
6-10 years (61-120 months)	3 weeks
11+ years (121+ months)	4 weeks

Your vacation time is figured as follows:

From the hire date to the first anniversary date, an employee has one work week of vacation earned which he/she is eligible to take after completion of six (6) months of employment. From the one-year anniversary date to December 31 of the same year, the employee will receive a pro-rated portion of two weeks' vacation. From then on, vacation will be figured from January 1st to December 31st.

After the second year, an employee is eligible for two (2) work weeks of vacation. During that time, an employee is taking vacation in the same year it is earned. For example, if an employee takes one week in February and leaves the Company before June 30 of that year, he/she would owe a portion of that vacation back, depending on vacation days earned at the time of leaving. This would be deducted from the employee's last pay check.

After 5 years of service, an employee is eligible for three (3) weeks of vacation. The employee will receive a pro-rated portion of one week from the anniversary date until the end of the year. Beginning the following calendar year, the employee will be eligible for the full three (3) weeks.

After 10 years of service, an employee is eligible for four (4) work weeks of vacation. The employee will receive a pro-rated portion of one week from the anniversary date until the end of the year. Beginning the following calendar year, the employee will be eligible for the full four (4) weeks.

Vacation amount for salaried and hourly employees is determined by the individual's scheduled number of hours per week. If the employee is scheduled for 48 hours per week and is due two weeks vacation, he/she will receive 96 hours of vacation. In other words, the employee is entitled to two of his/her regularly scheduled 48 hour weeks (8, 12-hour days, like his/her normal shift). The employee will NOT receive 10 of his/her regularly scheduled 12-hour days.

Conversely, if a full-time employee is scheduled for 32 hours per week and due two weeks' vacation, he/she will receive 64 hours of vacation. The employee is entitled to two of his/her regularly scheduled 32-hour weeks (8, 8-hour days, like their normal shift). The employee will NOT receive 10 days of his/her regularly scheduled 8-hour days.

FAMILY OR MEDICAL LEAVE

The Company provides for family and medical leave for eligible employees. The following sets forth the conditions under which an employee may request time off pursuant to this policy. It is the policy of this company to grant up to twelve (12) weeks of family and medical leave consistent with the provisions of the Federal Family and Medical Leave Act of 1993.

To be eligible to take family or medical leave, an employee must be employed by the Company for at least twelve (12) months prior to requesting the leave and for at least one thousand two hundred fifty (1,250) hours during that twelve (12) month period, and work at a location where there are at least fifty (50) employees within a seventy-five (75) mile radius. An employee may take up to twelve (12) weeks of unpaid family or medical leave in the event of the birth of a child, for the adoption of a child, the placement of a foster child, to care for a sick spouse, child or parent, or due to an employee's own serious health condition. An employee taking family or medical leave will be eligible to return to the same position held prior to the leave or to an equivalent position. In the event an employee utilizes any other form of company leave, paid or unpaid, within a twelve (12) month period, such leave will be substituted for part or all of the family or medical leave.

An employee may take family or medical leave to enable the employee to care for the employee's spouse, child, or parent who has a serious health condition. A serious health condition is a condition that involves in-patient care at a hospital, hospice or residential medical care facility, or continued treatment by a health care provider. An employee may take medical leave as a result of the employee suffering a serious health condition that renders the employee incapable of performing the functions of his or her job. Employees with questions about what illnesses are covered under this policy are encouraged to consult with the Human Resources Department.

An eligible employee can take up to twelve (12) weeks of leave under this policy during any twelve (12) month period. The Company will measure the twelve (12) month period as a rolling twelve (12) month period measured backward from the date an employee uses any leave under this policy. Each time an employee takes leave, the company will compute the amount of leave the employee has taken under this policy and subtract it from the twelve (12) weeks of available leave, and the balance remaining is the amount the employee is entitled to take at that time.

FAMILY OR MEDICAL LEAVE (Continued)

While an employee is on leave, the Company will continue the employee's health benefits during the leave period at the same level and under the same conditions as if the employee had continued to work. If all employee chooses not to return to work for reasons other than a continued serious health condition, the Company will require the employee to reimburse the Company the amount it paid for the employee's health insurance premium during the leave.

Employees requesting family or medical leave should contact the Human Resources Department to complete a leave request form within thirty (30) days of the date the leave is to be taken, or as soon as is practicable. When medical leave is requested, the Company will require certification from a health care provider of the necessity for the leave. The Company may require a second opinion certifying the health condition. In the event of Conflicting opinions, the Company may require a third medical opinion, which opinion shall be deemed controlling.

If the employee has accrued paid leave, the employee must use paid leave first and take the remainder of the twelve (12) weeks as unpaid leave. An employee who is taking leave because of the employee's own serious health condition or the serious health condition of a family member must use all paid vacation, personal or sick leave prior to being eligible for unpaid leave. An employee taking leave for the birth of a child must use paid sick leave for physical recovery following child birth. Pregnancy, disability or other leave taken under the Company's temporary disability plan is considered paid sick leave for purposes of this policy. The employee may then use all paid vacation, personal or family leave and then will be eligible for unpaid leave for the remainder of the twelve (12) weeks. An employee who is taking leave for the adoption or foster care of a child must use all paid vacation, personal or family leave prior to being eligible for unpaid leave.

The employee may take the leave in twelve (12) consecutive weeks, may use the leave intermittently, or under certain circumstances may use the leave to reduce the work week or work day, resulting in a reduced hour schedule. In all cases, the leave may not exceed a total twelve (12) weeks over a twelve- (12) month period. The company may temporarily transfer an employee to an available alternative position with equivalent pay and benefits if the alternative position would better accommodate the intermittent or reduced schedule.

Failure to report to work at the end of family or medical leave will be considered voluntary resignation.

MATERNITY LEAVE

As a regular full-time employee who has completed the 60-day Introductory Period, you are eligible for a Maternity Leave of Absence.

Employees will be granted up to twelve (12) weeks unpaid leave of absence with a guarantee of present job position if they return at the end of the leave under the provisions of the Family and Medical Leave Act of 1993.

All active full-time employees may also be eligible for Short Term Disability benefits (see Benefits section).

Employees must completely fill out and submit an attached Maternity Leave of Absence form prior to start of leave. Failure to report at the end of the authorized maternity leave of absence will be considered a voluntary resignation of the employee by the employer.

Employee may resume work within six (6) weeks of the last day of work if they have written consent from a physician.

Maternity Leave of Absence begins after the last day of work. Please complete a copy of the form on the following page and present to your supervisor at least one month prior to the first day of the planned leave.

Maternity Leave of Absence Form

DATE: _____

TO: _____

FROM: _____

SUBJECT: Maternity Leave of Absence

I am requesting a maternity leave of absence effective _____.

I am planning to return to work on _____.

If there is any change due to complications or restricted activity, I will notify the company with a doctor's confirmation.

Requesting Employee's Signature

LEAVES OF ABSENCE

Leaves of absence from work may be granted to you if you are a regular full-time employee. Leaves of absence granted by the Company are based on the assumption that you will be available to return to work at the expiration of your leave.

Leaves of absence from work shall be considered for the following reasons:

I. MEDICAL AND PERSONAL LEAVES

Personal Leave:

- A. If you are a regular full-time employee who has six (6) months of continuous employment service, you may be granted a leave of absence for compelling personal reasons. The granting of such leaves is at the discretion of the Company and will be considered on its merits. Such leaves, if granted, will be without pay and will, in no case, be granted longer than thirty (30) days per calendar year. The Personnel Committee would need to authorize any extension of deviation. You must submit a completed Request for Leave of Absence Form to your Supervisor or Manager for approval of this leave.
- B. Any medical or disability leaves of absence shall be granted at the sole and exclusive discretion of the employer, not interfering with the Family and Medical Leave Act of 1993. The leave of absence shall be no more than thirty (30) days. If additional time is needed, the employee will need to reapply for such leave. You must submit a completed Request for Leave of Absence Form to your Supervisor or Manager for approval of this leave. This request should be submitted thirty days prior to commencement of the leave period, or as soon as is practicable.

Failure to report at the end of an authorized leave of absence will be considered a voluntary resignation of the employee by the employer. If the employee on an authorized leave of absence seeks or obtains other employment while on such leave, his/her employment will be automatically terminated.

Employees granted leaves of absence are not guaranteed a return to their original position. If their former position is still vacant, the employee will be returned to that position. If that position has been filled by a permanent replacement, the employee will be hired for the first available opening for which the employee is qualified.

II. MILITARY LEAVE

If you enlist or are inducted, or are ordered to duty in the United States Armed Forces, you will be granted a leave of absence. When you return from the military leave of absence, you will be eligible for re-employment according to the applicable Federal regulations.

If you are a member of the National Guard, Army, Air, Marine, or Naval Reserve Forces and have to report for duty, you will receive the difference between your regular base pay [eight (8) hours straight time] and the money you receive for reserve duty not to exceed fifteen (15) days in any one (1) calendar year. Such leave shall be arranged at the Company's convenience, if at all possible.

REQUEST FOR LEAVE OF ABSENCE FORM

DATE:

TO:

FROM:

I am requesting a leave of absence effective: _____.

Nature of leave:

I am planning to return to work on: _____.

If there is any change due to a medical complication or restricted activity, I will notify Exel Transportation Services, Inc. with a doctor's confirmation.

Requesting Employee's Signature: _____

FUNERAL LEAVE

In the event of a death in the immediate family or a regular full-time employee, you may be granted up to three (3) days' pay at your regular base rate for your absence from work to attend the funeral when such leave is approved by your department manager. Immediate family is defined as father or mother, father-in-law or mother-in-law, wife, husband, brother, sister, sister-in-law or brother-in-law, son or daughter, grandparents or grandchild. Step relationships to the above may also be considered.

JURY DUTY

If you are a regular full-time employee and have to report for jury duty or have to serve on a jury on a regularly scheduled work day, you will receive the difference between your regular base pay [eight (8) hours straight time] and the money you received for jury services. You must inform the Company about your receipt of a jury duty notice as the failure to do so will result in your disqualification for jury duty pay that is paid by the Company.

Should you be selected for jury duty, you will be compensated in accordance with the laws of the state where you are serving.

Also, you must present proof of jury duty and the time of your release from jury duty to the Company, including jury duty moneys received by you to receive any pay from the Company. If you report for jury duty and are not selected, you are required to report to work if possible.

GROUP BENEFIT PLAN

As a regular full-time employee, you are eligible to participate in the Company's insurance program subject to the terms, conditions and rules of the plan.

SAVINGS AND INVESTMENT PLAN

The Company sponsors a Savings and Investment Plan for its regular full-time employees. If you have been employed by the Company for six (6) months and have worked here at least 1,000 hours and are at least nineteen (19) years of age, you are eligible to participate in the plan.

Details concerning the plan may be obtained from the Human Resources Department.

FURTHER INFORMATION

SAFETY AND ON-THE-JOB INJURY

We want you to follow safe working practices and safety rules. If you receive an on-the-job injury, you must report it to your supervisor or department manager as soon as possible so that any appropriate action may be taken.

BORROWING OF COMPANY PROPERTY

The borrowing of Company property, tools or equipment for personal reasons is prohibited unless authorized by your department manager.

PERSONAL TELEPHONE CALLS AND PERSONAL MAIL

Telephones in our offices are for Company business and the use of Company telephones by employees for personal matters is discouraged. Personal calls should be made on the employee's personal time such as lunch breaks, etc.

No long distance personal toll calls may be charged to the Company, including calls into the 800#.

The Company will not be responsible for any personal mail directed to the Company address.

ALCOHOL AND DRUG USE

I. OBJECTIVES

The Company has a commitment to and an investment in its employees. It recognizes that alcohol and drug abuses are two of the major health problems in the United States. Alcohol and drug abuse affect employee health, safety of employees and others, job performance and the quality of work performed. Because of the Company's concern for worker and public safety, it has implemented this policy.

II. POLICY

A. Alcohol or Drug Use, Sale and Possession

1. Alcohol

The unauthorized use or possession of alcoholic beverages on the Company premises is prohibited.

Employees reporting and returning to work whom appear to be under the influence of alcoholic beverages will be tested to determine fitness for work.

2. Illegal Drugs

The use, sale or possession of illegal drugs or other controlled substances on Company premises are prohibited.

Employees reporting or returning to work who appear to be under the influence of or impaired by a drug will be tested to determine fitness for work.

3. Prescription Drugs

Where prescribed or over-the-counter medication may reasonably affect an employee's performance or conduct, the employee may be subject to limited works until such effects have subsided.

It is each employee's obligation to notify management in writing when such medication is being taken.

- B.** Employees who violate this policy are subject to disciplinary action up to and including discharge.

III. SEARCHES

The Company retains the right to conduct searches of company property for controlled substances or alcohol. This could include lockers, storage areas, company vehicles or rooms to store employee's personal property. If a supervisor has a suspicion that an employee possesses alcohol or controlled substances, he/she may require the employee to submit to a search of the employee or his property. Failure to cooperate in such searches shall be grounds for disciplinary action up to and including discharge.

IV. TESTING OF APPLICANTS AND EMPLOYEES

Applicants being considered for employment and existing employees shall be subject to testing for the presence of alcohol and any unlawful drugs or controlled substances as follows:

A. Applicants

Applicants being considered for employment shall undergo pre-employment screening by urinalysis. A confirmed positive result shall be grounds for denying or revoking employment to the applicant.

B. Employees

Testing of employees will be conducted under the following circumstances.

1. Because of the danger to the public and to employees, the Company reserves the right to implement random testing at will. Such testing will occur during work hours but without any advance notice.
2. Testing may also be conducted in instances management determines it has a reasonable suspicion that an employee is currently under the influence of or impaired by alcohol, a controlled substance or other drugs. Reasonable suspicion may exist, for example, when the Company has received a report of employee violation of this policy or when a supervisory employee has observed or received reports concerning the appearance, behavior, speech or body odors of the employee. Those observations or reports may include but are not limited to: drinking alcohol or using unlawful drugs or controlled substances; any on-duty accident or incident that results in personal injury or property damage; slurred speech; unsteady gait; unsafe actions; odor of alcohol, inability to perform routine tasks, disorientation and confusion or erratic behavior.
3. The Company may also test employees who are engaged in work-related accidents (which cause injuries to persons or damage to property) in which the company believes the worker was guilty of carelessness or

negligence.

- a. Refusal to submit to a request for testing for the presence of alcohol, drugs, and controlled substances and refusing to complete the forms required shall constitute insubordination and be grounds for termination.

V. EMPLOYEE RESPONSIBILITIES

- A. Employees are expected to arrive at work free from the impairing effects of drugs and alcohol. Arrival at work with performance-altering drugs or alcohol in their system is prohibited.
- B. Employees are expected to conduct themselves in a legal and lawful manner while employed by the Company. Sale, possession, distribution or use of an illegal substance on company business are prohibited.

VI. COMPANY'S RESPONSIBILITIES

- A. The Company's will allow employees who voluntarily come forward to management (before being confronted with a suspected violation) and admit to an alcohol or substance abuse problem to enter a drug and/or alcohol rehabilitation program and utilize the benefits for such programs in the Medical Insurance Program. The Company encourages employees to seek assistance for drug/alcohol problems. Seeking help before the problem becomes a disciplinary issue is beneficial to the Company and to the employee. Employees will be given a leave of absence to complete such a program and will not be subject to discipline or any action, provided they comply with the conditions of the program. Once a violation of this policy occurs, subsequent use of the drug and/or alcohol treatment will not lessen any disciplinary action where the facts establishing the violation are obtained outside the treatment program.
- B. The Company will review each violation or suspected violation of this policy and retain the sole right to determine what investigation, actions or discipline are appropriate.

BUSINESS GIFTS OR GRATUITIES

It is the policy of the Company that employees or members of their family shall not accept any gifts or gratuities, including tips or rebates from any firm or individual

with whom the Company is doing business or likely to be doing business.

This policy is adopted so that any employee is not placed in a difficult, prejudicial, or embarrassing position that would interfere or be construed in any way with the impartial discharge of the employee's duties and responsibilities with the Company.

If employees or their families are offered gifts or gratuities, rebates, or tips, they are to decline the offer. If gifts, gratuities, rebates or tips are received, your supervisor must be told of it. Unless the supervisor approves retention, they are to be returned with an explanation of the Company's policy.

CONFIDENTIAL INFORMATION

The Company considers certain types of information about its business, employees and customers as confidential and that disclosure of such information to competitors or other members of the public could significantly affect and harm the organization's interest. Such information might include but not be limited to customer lists and employment verification processed through improper channels.

If you have a question about this matter, please see your supervisor or department manager.

HOUSEKEEPING

The Company wishes to maintain a clean working environment for its employees. A clean working environment is not only more pleasant but also contributes to a safer work place. Remember you are responsible for keeping your work area and desk as neat and orderly as possible. Please be careful if you have any food or liquids around computer equipment.

EMPLOYEE CONDUCT

All Company employees should be familiar with the rules and regulations covering the conduct expected of them by the Company. Like any organization, the Company expects its employees to conduct themselves according to acceptable standards of good behavior and personal conduct.

The following violations of behavior or conduct are reasons for disciplinary action up to and including discharge from employment.

1. Assault or acts of violence against a fellow employee(s) or member of management.
2. Dishonestly of any kind, including, but not limited to, falsification of employment application or other records or knowingly clocking in on another employee's time card.
3. Acts of insubordination, including, but not limited to:
 - refusal or failure to perform assigned work as directed or instructed
 - refusal to follow instructions or directives unless the directive is an unsafe act
 - interference with employees or supervision
4. Unauthorized entering or leaving company premises. Failure to be at assigned work area at the beginning and end of a scheduled work period.
5. Malicious or careless destruction of Company property or equipment.
6. Lack of respect and cooperation with other employees. Rudeness.
7. Unsatisfactory job performance.
8. Sleeping or loafing on the job during work hours.
9. Theft of Company property or equipment or theft of property owned by a fellow employee.
10. Engaging in harassment of any kind, including sexual harassment toward another employee.
11. The unauthorized release of sensitive Company information or operating material to any unauthorized person or party.
12. The possession or use of illicit or illegal drugs or alcoholic beverages while on duty or at work; or reporting to work under the influence of these substances.

13. The failure to keep your time record accurately.
14. Sabotage, tampering, or deliberate destruction of any company, customer, or vendor property. Offenders will also be prosecuted.
15. Excessive tardiness or absenteeism.
16. Misuse of leave time (sick, disability, etc..)---using for purposes or reasons other than illness or disability.
17. Unauthorized use of Company equipment or property.
18. Failure to act within the common decency and morality of the community in which we live and work.
19. Unauthorized solicitation of other employee for funds, contributions, memberships, or other purposes during work hours or at any other time if such solicitation interferes with other employees who are supposed to be working. Further, circulation or distribution of literature, handbills, propaganda, or any other type of papers is not permitted in the work area at any time
20. Failure to provide the highest quality service possible at all times. Careless or inefficient performance of duty, including poor workmanship and productivity or damage to equipment and/or facilities is not tolerated.
21. Failure to observe and comply with Company policies and procedures.
22. Any other action or activity which the Company reasonably believes represents a threat to the smooth operation, goodwill or profitability of the Company.

WAGE AND SALARY GARNISHMENT

By law, the Company is required to honor legal garnishments of an employee's wages and salaries. Employees are expected to keep their personal finances in order to avoid garnishments. Multiple garnishments on the same employee resulting from more than one debt may be cause for discipline, including termination from employment.

In case of an employee's wages being garnished, the Company will notify the employee of any garnishment received by the Company.

The Company recognizes that unique situations not covered in the above may arise and, therefore, the Company retains the right to exercise its discretion in determining the appropriate action to be taken.